

CHAPMAN AND CUTLER LLP

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080
Telephone (312) 845-3000
Facsimile (312) 701-2361
chapman.com

San Francisco
595 Market Street
San Francisco, CA 94105
(415) 541-0500

Salt Lake City
201 South Main Street
Salt Lake City, UT 84111
(801) 533-0066

January 2, 2008

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

RECORDATION NO. 19402-2

JAN 02 '08 -3 00 PM

SURFACE TRANSPORTATION BOARD

Re: Union Pacific Railroad Company
Termination of Trust Indenture and Security Agreement (SPT 1995-C)

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Termination of Trust Indenture and Security Agreement (SPT 1995-C) dated as of January 2, 2008, between U.S. Bank National Association (successor-in-interest to Shawmut Bank Connecticut, National Association), as owner trustee (the "*Owner Trustee*"), and Wells Fargo Bank Northwest, N.A. (successor-in-interest to U.S. Bank National Association, the successor-in-interest to The First National Bank of Boston), as indenture trustee (the "*Indenture Trustee*").

The enclosed document relates to the Trust Indenture and Security Agreement (SPT 1995-C) dated as of April 28, 1995, between the Owner Trustee and the Indenture Trustee which was recorded (or a memorandum of which was recorded) with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on May 9, 1995 at 10:10 A.M. under recordation number 19402-A.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: U.S. Bank National Association
225 Asylum Street, 3rd Floor
Hartford, Connecticut 06103
Attention: Corporate Trust Services (SPT 1995-C)

Indenture Trustee: Wells Fargo Bank Northwest, N.A.
299 South Main Street, 12th Floor
MAC: U1228-120
Salt Lake City, Utah 84111
Attention: Corporate Trust Department (SPT 1995-C)

Law Offices of
CHAPMAN AND CUTLER LLP

The equipment covered by the aforesaid Termination of Trust Indenture and Security Agreement (SPT 1995-C) consists of all railroad equipment previously on file and subject to the Trust Indenture and Security Agreement, as the same may have been supplemented, modified or amended.

A short summary of the document to appear in the index follows:

Termination of Trust Indenture and Security Agreement (SPT 1995-C) between U.S. Bank National Association (successor-in-interest to Shawmut Bank Connecticut, National Association), as owner trustee (the "*Owner Trustee*"), and Wells Fargo Bank Northwest, N.A. (successor-in-interest to U.S. Bank National Association, the successor-in-interest to The First National Bank of Boston), as indenture trustee, dated as of January 2, 2008.

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

BY Michael D. Robson
Michael D. Robson

Enclosures

RECORDATION NO.

19402-²
FILED

JAN 02 '08 -3 00 PM

TERMINATION OF TRUST INDENTURE AND SECURITY AGREEMENT
SURFACE TRANSPORTATION BOARD (SPT 1995-C)

THIS TERMINATION OF TRUST INDENTURE AND SECURITY AGREEMENT (SPT 1995-C) is made and entered into as of January 2, 2008 by and between U.S. Bank National Association (successor-in-interest to Shawmut Bank Connecticut, National Association), a national banking association, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*") and Wells Fargo Bank Northwest, N.A. (successor-in-interest to U.S. Bank National Association, the successor-in-interest to The First National Bank of Boston), a national banking association, as Indenture Trustee ("*Indenture Trustee*").

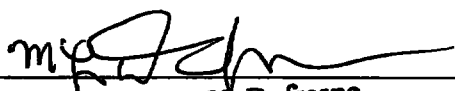
1. The Owner Trustee and Indenture Trustee have heretofore entered into that certain Trust Indenture and Security Agreement (SPT 1995-C) dated as of April 28, 1995 (as amended, supplemented or modified to date, the "*Indenture*") by which the Owner Trustee granted a security interest in certain railroad equipment to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Indenture. The Indenture (or a memorandum thereof) was duly recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on May 9, 1995 at 10:10 A.M. under recordation number 19402-A. Capitalized terms used herein without definition have the meanings assigned to them in the Indenture.

2. The Indenture is terminated effective as of the date hereof with respect to the units of railroad equipment subject thereto.

3. This Termination of Trust Indenture and Security Agreement shall neither impair nor terminate the rights and obligations of the parties under the Indenture which expressly survive this termination.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION, not in its
individual capacity, but solely as Owner
Trustee

By 
Name: Maryanne Y. Dufresne
Title: Vice President

Executed on this 13 day of December, 2007.

WELLS FARGO BANK NORTHWEST, N.A., as
Indenture Trustee

By _____
Name:
Title:

Executed on this ____ day of December, 2007.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION, not in its
individual capacity, but solely as Owner
Trustee

By _____

Name:

Title:

Executed on this ____ day of December, 2007.

WELLS FARGO BANK NORTHWEST, N.A., as
Indenture Trustee

By H. Russell Hettinger

Name:

H. Russell Hettinger

Title:

Vice President

Executed on this 11th day of December, 2007.

STATE OF CONNECTICUT)
) SS.:
COUNTY OF HARTFORD)

On this, the 13th day of December, 2007, before me, a Notary Public in and for said County and State, personally appeared Maryanne Y. Dufresne, who being by me duly sworn, says that (s)he is the Vice President of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on December 13th, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Karen R. Felt
Name: KAREN R. FELT
Notary Public NOTARY PUBLIC
My Commission Expires 02/28/2009
My Commission Expires:
Residing in Middletown, CT

(SEAL)

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the _____ day of December, 2007, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on December ___, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF CONNECTICUT)
) SS.:
COUNTY OF HARTFORD)

On this, the _____ day of December, 2007, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on December ___, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

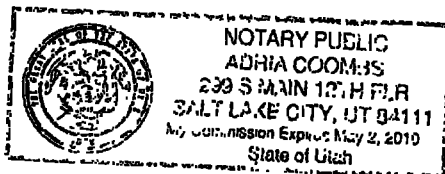
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the 11th day of December, 2007, before me, a Notary Public in and for said County and State, personally appeared H. Russell Hettinger, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on December 11, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Adria Coomins

Name:
Notary Public
My Commission Expires:
Residing in _____

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

1/2/08



Robert W. Alvord